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June 12, 2006

Via Electronic Filing

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Bruce D. Jacobs
202-663-8077
bruce.jacobs@pillsburylaw.com

Re: XM Radio Inc.
***Ex Parte* Presentation**
EB Docket No. 04-296

Dear Ms. Dortch:

On June 9, 2006, Anthony Masiello, Senior Vice President, Broadcast Operations of XM Satellite Radio Inc. ("XM"); John Archer, Vice President, Operations of XM; and the undersigned met with the FCC staff members listed below to discuss XM's provision of state and local EAS alerts. XM also distributed and discussed the attached presentation during the meeting.

Bob Cannon	-	Office of Strategic Planning and Policy Analysis
Gregory Cooke	-	Enforcement Bureau
Stephen Duall	-	International Bureau
Chip Fleming	-	International Bureau
Bonnie Gay	-	Enforcement Bureau
Arthur Lechtman	-	International Bureau
Maureen McLaughlin	-	Office of Strategic Planning and Policy Analysis
Robert Nelson	-	International Bureau
Tim Peterson	-	Office of the Managing Director
Chris Pietila	-	International Bureau
Mika Savir	-	Office of the Managing Director

Please contact the undersigned with any questions regarding this matter.

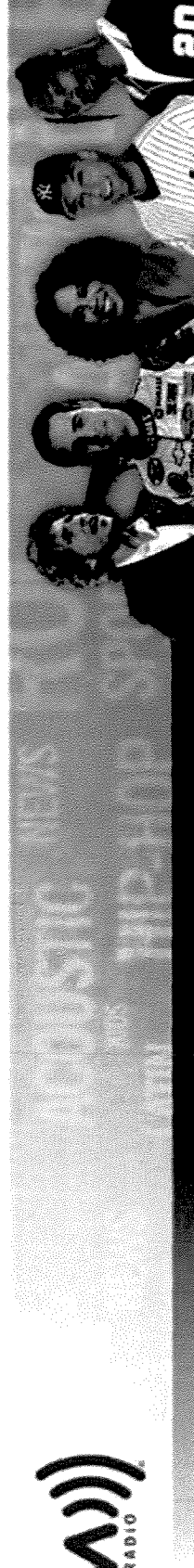
Sincerely,

/s/Bruce D. Jacobs
Bruce D. Jacobs

cc: FCC staff attendees

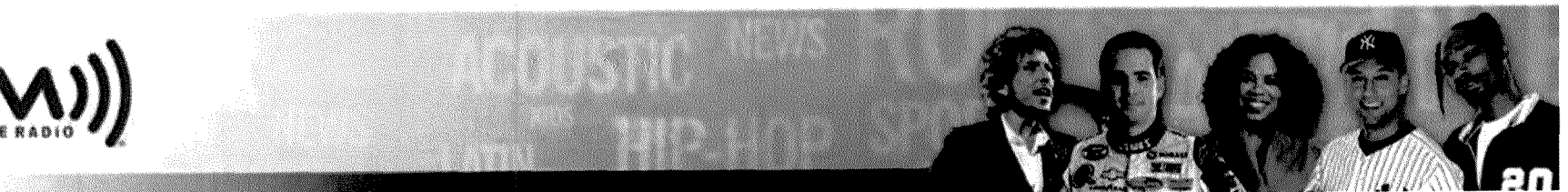
XM Emergency Alert/Situational Awareness Capabilities

June 2006



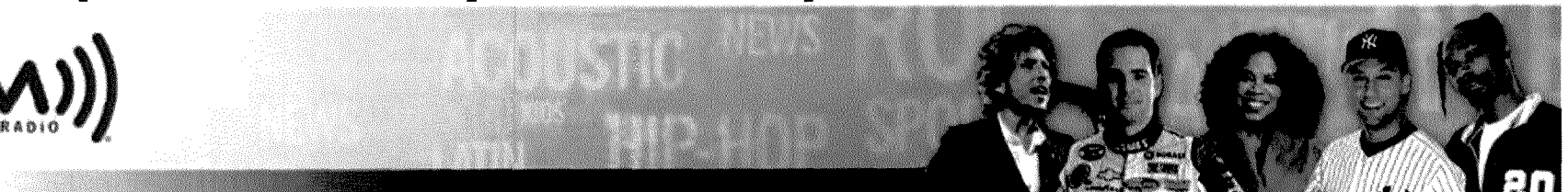
XM Satellite Radio Summary

- **Content** – Broad appeal across all demographic groups with a focus on 100% commercial-free music lineup and featuring content such as Major League Baseball, XM Public Radio, Bob Edwards, Bob Dylan, Oprah and XM Instant Traffic, Weather & Alerts
- **Over 6.5 million subscribers**
- **Over 5 million XM-equipped vehicles manufactured to date**
- **Extending Technology Lead** – Next generation products, featuring portable and Plug & Play devices, to be in market soon



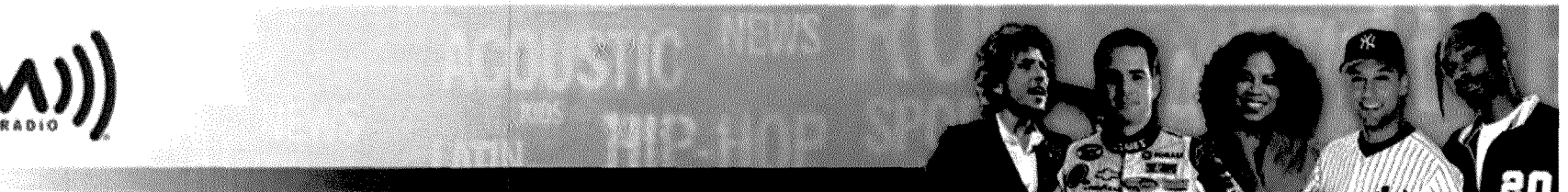
XM Satellite Radio System

- **Established Broadcast Network**
 - Two high-power Boeing-built satellites operating in the S-Band frequency cover the continental US and coastal waters
 - Extensive terrestrial repeater network in metro areas
 - State-of-the-Art Broadcast Operations Center
- **Low Cost, High-Quality Receivers – most less than \$130**
- **System Security**
 - XM maintains ownership of its system– satellite/repeater network, broadcast operations center, XM-developed receiver chipset.
 - System incorporates sophisticated capabilities in data encryption, conditional access control and secure individual addressability for every receiver.
 - XM can control its satellites from four geographically diverse locations.
- **System Redundancy -- Back-up broadcast operations center located in a region geographically-separate from XM's Headquarters/Primary Broadcast Operations Center**

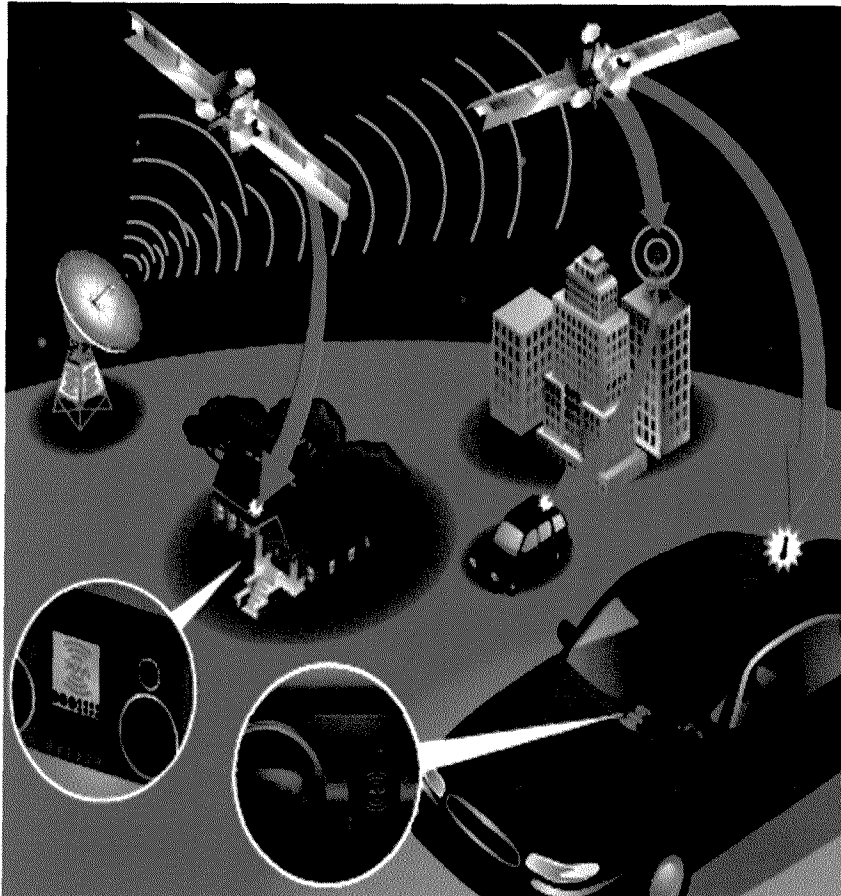


XM Satellite Radio System

- **When and where terrestrial systems are down, XM's network can still deliver information to end-users**
 - **in the event of a power outage, user would need a battery-powered XM radio, e.g., car-installed radios, "boomboxes"**
- **XM also working to develop a Crank Radio capable of receiving XM signal in the event of power outages**

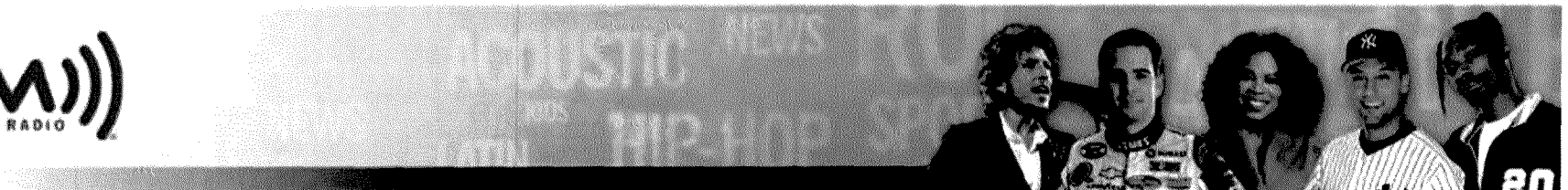


UNRIVALED SIGNAL DELIVERY



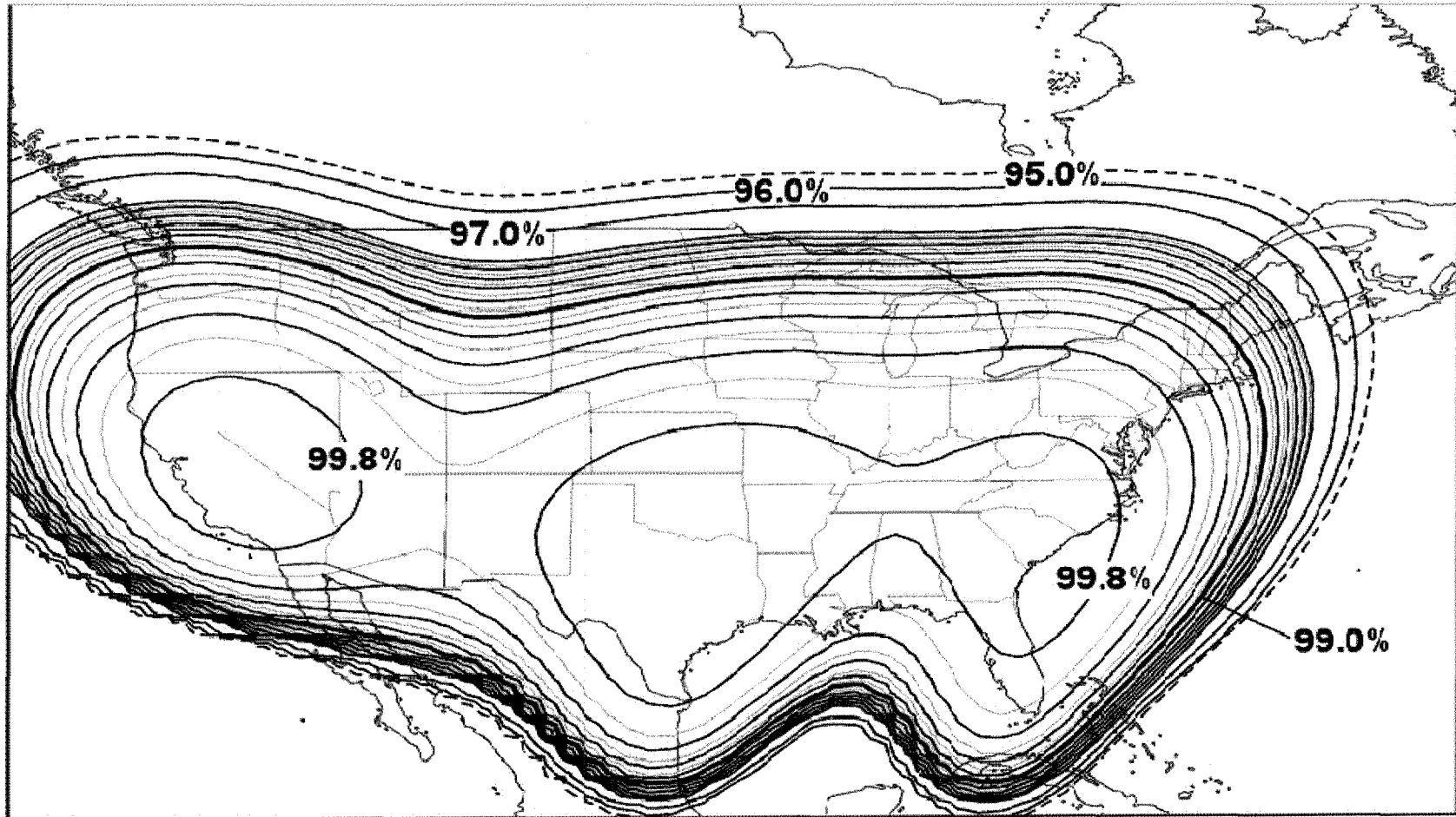
In place today –
over 6.5 Million users

- Uninterrupted CONUS coverage
- Unrivalled service availability
- S-Band XM Signal robustness
- Exceptional XM Signal strength
- XM Terrestrial Repeater Network
- Space & Time Diversity
- Proven, low cost XM Receivers
- Small, omni-direction XM Antennas
- End-to-end All-Digital system
- State-of-art XM Broadcast Facility
- Optimum solution for voice and data broadcast to a mobile receiver = XM!



Satellites Availability

- Satellites provide 99% availability to at least 95% of the continental U.S. population
- In areas where XM has terrestrial repeaters, the availability level is over 99%



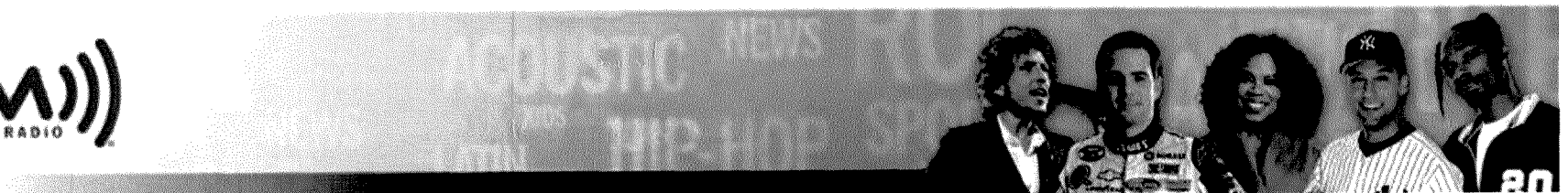
Summary of Current XM Emergency Alert/ Situational Awareness Broadcast Activities

- XM has committed to transmit national Emergency Alert System (EAS) messages on all of its channels and state/local alerts on the appropriate Instant Traffic, Weather & Alert channels (which operate on a 24 / 7 basis)
 - ▶ XM has a newsroom on-site, fully-staffed with reporters providing continuously updated reports for each of XM's Instant Traffic, Weather & Alert channels covering 21 metro areas across the nation
 - ▶ Metro areas covered include Los Angeles, San Francisco, Dallas, Chicago, Boston, New York, Philadelphia, Wash DC, Miami
- XM's Emergency Alert Channel (CH. 247) provides critical, timely information in the event of a regional or national disaster. XM receives such information from sources such as FEMA, NOAA, HHS, American Red Cross. One who buys an XM radio (or whose car has one) automatically receives this channel (i.e., need not be a paying subscriber to get this channel)



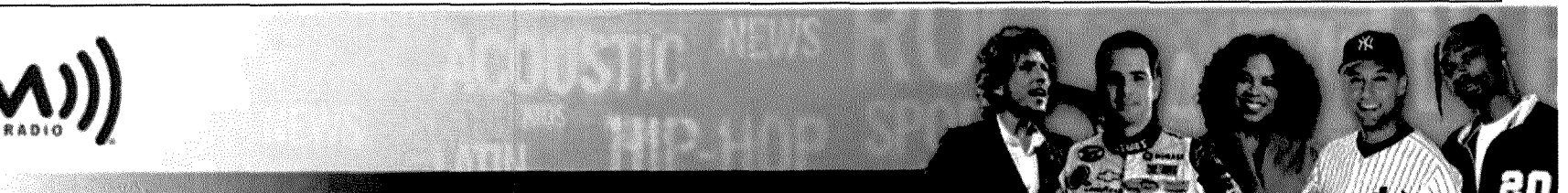
Summary of Current XM Emergency Alert/ Situational Awareness Broadcast Activities

- XM's Instant Traffic, Weather & Alert channels air Amber Alerts and also receive other types of alerts directly from local governments (including counties within the Washington, DC and New York City areas)
- During the aftermath of Hurricane Katrina, XM aired the "Red Cross Radio" channel, which enabled the Red Cross to provide its workers and the listening public up-to-date disaster relief information; this channel also operated on a 24 / 7 basis. XM also donated radios to Red Cross relief workers and aid stations
- XM also provides real-time weather information to specialty receivers with graphical displays within the marine and general aviation community



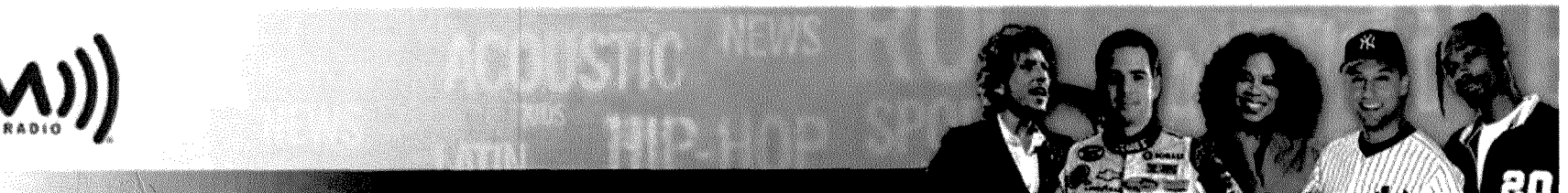
The Task: Situational Awareness

- Accurate / timely information is extremely valuable to geographically diverse mobile users.
- Challenge: Providing real-time information to decision-makers and field agents who may be in disparate locations (on land, on sea, in air).
- XM's Capability: Reaching all decision-makers and all field agents (or a defined subset of this group) simultaneously.



The Task: Emergency / Crises Command and Control

- Timely Information Broadcasts are key to keeping diverse disciplines / agencies on the same page
 - ▶ As the first reports from ground zero are received they can be transmitted to anywhere to help alleviate confusion early in an event.
 - ▶ Direct multiple resources simultaneously; direct assets to where they are needed.
 - ▶ Quickly reallocate resources as new information becomes available.
- Inter-agency cooperation – XM system can provide Federal, State and Local authorities with the same information in real-time.

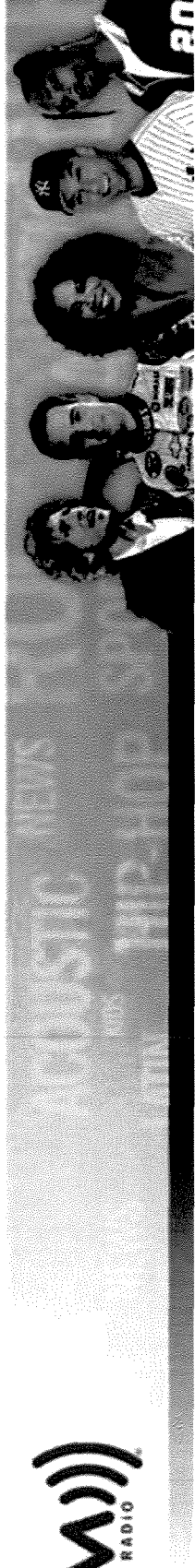


XM Signal Security/ System Redundancy

- Secure, bandwidth-efficient method of configuring receivers to ACCESS service.
- Individually addressable radios enable XM or client to approve delivery of any or all of our service using a robust and secure over-the-air key distribution scheme.
 - ▶ Government Agency can deliver a voice or data message to an individual radio or a select group of radios.
 - ▶ State-of-the-art encryption ensures that no one else receives the message.
 - ▶ Government Agency can define which of the over 170 commercial channels broadcast by XM each radio can receive (e.g., program the radio to receive only news channels and Government Agency's private channel).
- XM has a back-up broadcast operations center (located in a region geographically-separate from XM's headquarters) that can receive and uplink to our satellites the same programming handled by XM's primary broadcast operations center in D.C.



Additional Information



APPEAL TO MASS MARKET

The Most Commercial-Free Music (Deep, Diverse Playlist)

Sports: News, Talk and Music
The Most Play-by-Play Sports
The Most Sports Talk

Talk Stars:
Bill O'Reilly, Al Franken, Dr. Laura, Opie & Anthony

Kids & Family: Award-Winning Kids and Family Programming

THE MOST CHOICE IN SATELLITE RADIO — OVER 170 CHANNELS COAST TO COAST

THE MOST 100% COMMERCIAL-FREE MUSIC CHANNELS

Decades

- 1 Big Band/Swing/Funk
- 2 1950s
- 3 1960s
- 4 1970s
- 5 1980s
- 6 1990s
- 7 2000s
- 8 2010s
- 9 2020s

Pop & Hits

- 10 Top 100
- 11 Adult Contemporary
- 12 Longevity
- 13 1950s
- 14 1960s
- 15 1970s
- 16 1980s
- 17 1990s
- 18 2000s
- 19 2010s
- 20 2020s

Rock

- 21 Deep Classic Rock
- 22 1950s
- 23 1960s
- 24 1970s
- 25 1980s
- 26 1990s
- 27 2000s
- 28 2010s
- 29 2020s

Country

- 30 Classic Country
- 31 Americana
- 32 Traditional Country
- 33 Bluegrass
- 34 1950s
- 35 1960s
- 36 1970s
- 37 1980s
- 38 1990s
- 39 2000s
- 40 2010s
- 41 2020s

Christian

- 42 Contemporary
- 43 1950s
- 44 1960s
- 45 1970s
- 46 1980s
- 47 1990s
- 48 2000s
- 49 2010s
- 50 2020s

ONLY XM

Artist channels featuring live performances and exclusive content.

- 51 Bob Dylan
- 52 Bruce Springsteen
- 53 Eric Clapton
- 54 Fleetwood Mac
- 55 George Strait
- 56 Jimmy Buffett
- 57 John Mellencamp
- 58 Lenny Kravitz
- 59 Pearl Jam
- 60 Red Hot Chili Peppers
- 61 The Roots
- 62 Tom Petty
- 63 U2
- 64 Weezer
- 65 The White Stripes
- 66 The Black Keys
- 67 The Lumineers
- 68 The National
- 69 The Strokes
- 70 The Weeknd

THE BEST SPORTS PACKAGE

- 71 Sports Talk
- 72 Sports Talk
- 73 Sports Talk
- 74 Sports Talk
- 75 Sports Talk
- 76 Sports Talk
- 77 Sports Talk
- 78 Sports Talk
- 79 Sports Talk
- 80 Sports Talk
- 81 Sports Talk
- 82 Sports Talk
- 83 Sports Talk
- 84 Sports Talk
- 85 Sports Talk
- 86 Sports Talk
- 87 Sports Talk
- 88 Sports Talk
- 89 Sports Talk
- 90 Sports Talk

ALL-STAR TALK & ENTERTAINMENT

- 91 Interview Talk
- 92 Entertainment
- 93 Sports & Entertainment
- 94 Sports & Entertainment
- 95 Sports & Entertainment
- 96 Sports & Entertainment
- 97 Sports & Entertainment
- 98 Sports & Entertainment
- 99 Sports & Entertainment
- 100 Sports & Entertainment

THE BIGGEST NAMES IN NEWS

- 101 CNN
- 102 CNN
- 103 CNN
- 104 CNN
- 105 CNN
- 106 CNN
- 107 CNN
- 108 CNN
- 109 CNN
- 110 CNN
- 111 CNN
- 112 CNN
- 113 CNN
- 114 CNN
- 115 CNN
- 116 CNN
- 117 CNN
- 118 CNN
- 119 CNN
- 120 CNN

REGIONAL NEWS, TALK & MUSIC

- 121 Regional News
- 122 Regional News
- 123 Regional News
- 124 Regional News
- 125 Regional News
- 126 Regional News
- 127 Regional News
- 128 Regional News
- 129 Regional News
- 130 Regional News
- 131 Regional News
- 132 Regional News
- 133 Regional News
- 134 Regional News
- 135 Regional News
- 136 Regional News
- 137 Regional News
- 138 Regional News
- 139 Regional News
- 140 Regional News

ESPECIAL MIX FOR WOMEN

- 141 Women Talk
- 142 Women Talk
- 143 Women Talk
- 144 Women Talk
- 145 Women Talk
- 146 Women Talk
- 147 Women Talk
- 148 Women Talk
- 149 Women Talk
- 150 Women Talk
- 151 Women Talk
- 152 Women Talk
- 153 Women Talk
- 154 Women Talk
- 155 Women Talk
- 156 Women Talk
- 157 Women Talk
- 158 Women Talk
- 159 Women Talk
- 160 Women Talk

COMEDY

- 161 Comedy
- 162 Comedy
- 163 Comedy
- 164 Comedy
- 165 Comedy
- 166 Comedy
- 167 Comedy
- 168 Comedy
- 169 Comedy
- 170 Comedy

KIDS & FAMILY

- 171 Kids & Family
- 172 Kids & Family
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- 100 Sports & Entertainment

THE BIGGEST NAMES IN NEWS

- 101 CNN
- 102 CNN
- 103 CNN

**Aligned with Major
Music Brands** **Hispanic Music,
Sports & News**

**Especially for Women:
Oprah & Friends, Ellen DeGeneres,
Tyra Banks, Take Five**

Creating New Categories: Comedy, Book and Drama

21 Dedicated Channels of XM Instant Traffic & Weather



Debut of New XM Products

Portable



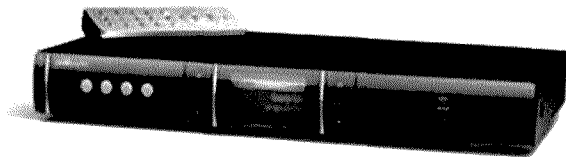
- **Pioneer Helix & Samsung Inno** – portable live XM devices with MP3 capabilities

Plug & Play



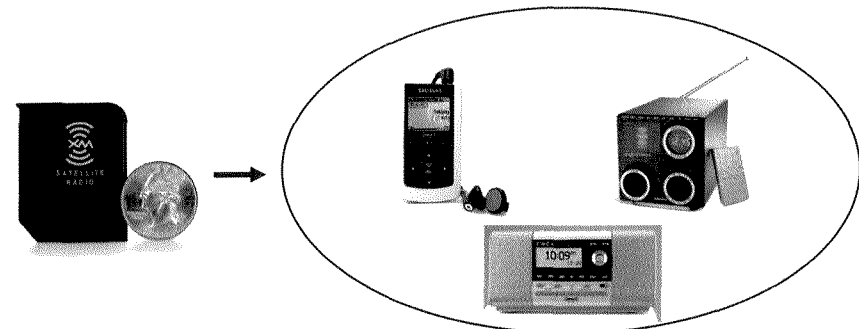
- **AGT Sportscaster** – brand new plug & play XM receiver

Component Audio

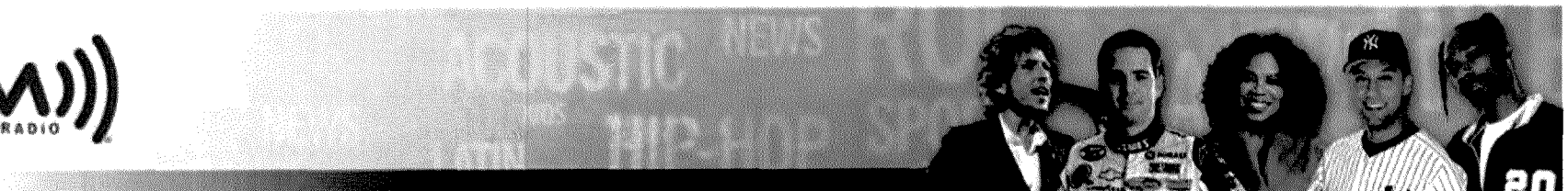


- **Polk Audio XRt12** – Reference XM Satellite Radio Home Tuner

Connect & Play Technology



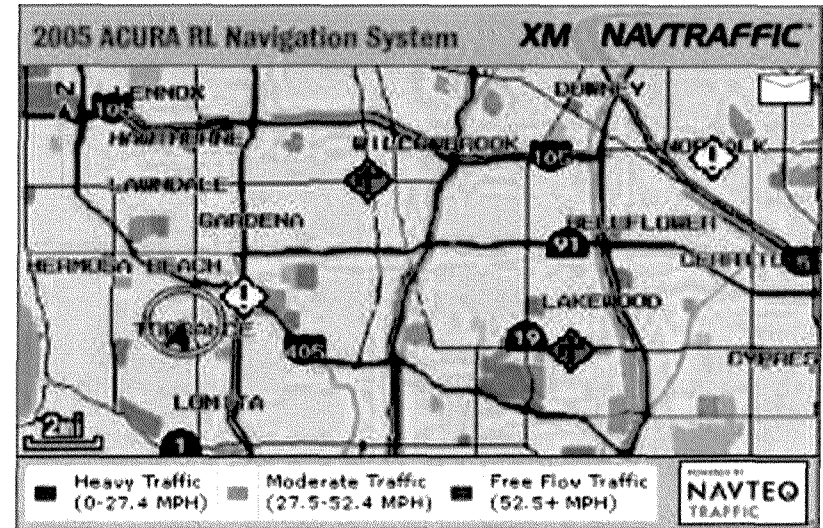
- **XM "Passport"** – Micro tuner compatible with the universe of XM-enabled devices



XM NavTraffic

- The nation's first satellite traffic data information service, enhancing the vehicle's navigation system with continuously updated traffic data
- Enables on-board navigation systems to provide personalized traffic information for each driver's needs
- The best available traffic information, aggregated from multiple government and commercial sources
- Adds daily relevance to navigation and helps congestion mitigation
- Widely adopted by leading automotive manufacturers and aftermarket navigation systems providers

XM NAVTRAFFIC™

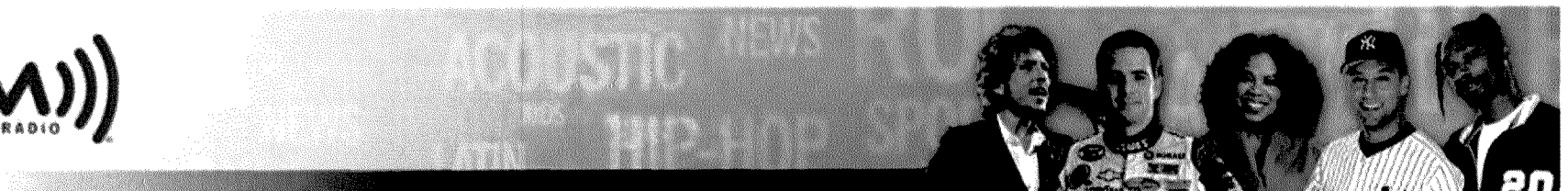


 **HONDA**

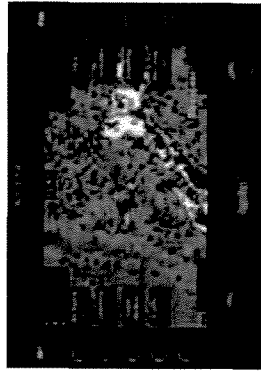


 **TOYOTA**

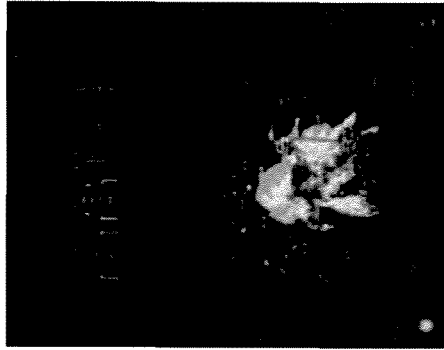
 **GARMIN**



XM WX Satellite Weather



AVIDYNE



**Rockwell
Collins**

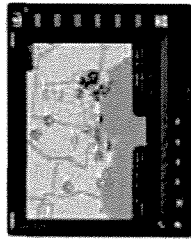
XM WX has been widely adopted by leading avionics and navigation manufacturers as the new industry standard for aviation, marine and emergency response



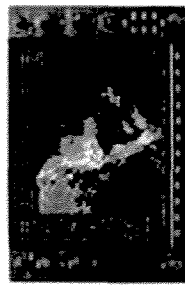
**SATELLITE
WEATHER**



GNS 530



TAX 20



G1000



Flying Magazine Editors' Choice Award 2005

XM WX is now factory-specified on over 80% of all new GA aircraft

